

EXHIBIT "C"

**BLAIR ROAD REALTY CO.
634 Carleton Road
Westfield, New Jersey 07090
(908) 789-8578**

August 5, 2003

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Fleming Companies, Inc.
1945 Lakepointe Drive
Lewisville, Texas 75057-6424

Re: 215 Blair Road, Woodbridge, New Jersey

Gentlemen:

We are writing pursuant to Paragraph 18 of the lease dated October 1, 1975 between Louis Israelow and Julius Fishman partners d/b/a Blair Road Realty Co., as landlord and Royal Food Distributors, Inc., as tenant, as amended, to put you on notice of a breach of said lease.

Paragraph 5 of the lease states in part:

“That the Tenant shall not assign this agreement except as set forth below, or occupy, or permit or suffer the premises to be occupied for any business or purpose being deemed disreputable or extra-hazardous on account of fire, under penalty of damages and forfeiture.”

We have recently learned that your sub-tenant DiGiorgio Corporation has, by way of sublease or otherwise, permitted onto the property a company known as Lilly Trucking which performs services and repairs on trucks. These activities of Lilly Trucking are “extra hazardous on account of fire” and represent a threat to the property. We never received any notice that Lilly Trucking would be or is on the property. We have also recently learned that DiGiorgio, without our knowledge, is permitting Foodtown to occupy a portion of the office at the property. We insist that these defaults be cured immediately.

We do not have a current insurance certificate in accordance with Paragraph 44 of the lease. We also do not have proof that you are current in the payment of real estate taxes in accordance with Paragraph 45 of the lease. Please provide the requisite documentation.

In addition, we would like a response to the following:

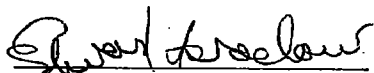
- We understand that the property is listed in the environmental database as a closed State Hazardous Waste site. This was never brought to our attention. The case was listed as being issued a No Further Action letter from the New Jersey Department of Environmental Protection in December 1996. Please provide a copy of the No Further Action letter issued to the property for review as well as the prior investigations revealing the contamination and reports documenting the remedial actions, if any, implemented to close the case.
- There is a regulated underground storage tank (UST) adjacent to the building. It was apparently installed in the 1980s and was reported to have a capacity of 500 to 1,000 gallons. Federal and state regulations require that USTs installed before December 22, 1988 must have a leak detection system by December 1993 and spill/overflow/corrosion protection by December 1998. The regulations state that USTs not in compliance with the upgrades were to be removed by December 1998. Please provide proof of compliance.
- We understand that a total of 11 underground storage tanks were removed from the property. Please provide copies of the UST closure documentation submitted to the NJDEP. Please also provide copies of reports indicating that the tanks were closed in accordance with applicable regulations and verification that no contamination or evidence of leaking (e.g. soil samples collected from the excavations) was found upon removal of each UST.
- We understand that two 20,000-gallon USTs were relocated above the ground in May, 1991. Please provide us with documentation regarding this relocation and documentation regarding soil samples collected from the excavations of these tanks.
- There is a 20,000-gallon above ground storage tank (AST) located on the north side of the property which must be registered with the NJDEP. Please provide a copy of the current NJDEP registration form.
- We also understand that another 20,000 AST was removed from the property because it was no longer utilized. Please provide copies of closure and removal documentation for this AST.
- Hazardous waste is generated at the premises. Please provide copies of the waste manifests for the removal of hazardous wastes.

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We look forward to a timely response to these issues and reserve all of our rights under the lease.

Very truly yours,

Blair Road Realty Co.

By: 
Edward Israelow

cc: DiGiorgio Corporation
Victoria Wales, Esq.